

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

January 16, 2015

**DEFENDANTS BETA PHARMA, INC. AND DON ZHANG'S REPLY BRIEF IN
FURTHER SUPPORT OF THEIR MOTION TO TRANSFER THIS ACTION TO THE
DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY**

Plaintiff¹ Zhaoyin Wang is from Canada, but lives and works in China. Defendants Beta Pharma and Don Zhang are from New Jersey. Other than the presence of Plaintiff's counsel, there are minimal legacy connections between this case and Connecticut, but there are substantial connections between this case and New Jersey, including the presence of parties, witnesses, and documents. Accordingly, a transfer will promote convenience and the interests of justice.

Plaintiff's attempt to avoid transfer by arguing that defendant ZJBP is not subject to jurisdiction in New Jersey fails because ZJBP is fraudulently joined to this action. The exhibits to Plaintiff's own complaint demonstrate that Plaintiff's

¹ Capitalized terms have the same meaning as in Defendants' Brief in Support of the Motion to Transfer.

132

alleged contract is with Beta Pharma, not ZJBP. Defendants accordingly removed this action to federal court on the ground that ZJBP was fraudulently joined. Not surprisingly, Plaintiff has not opposed that removal or moved to remand, apparently not disagreeing that the citizenship of ZJBP should be disregarded. Therefore, ZJBP must be disregarded for purposes of the Motion to Transfer.

Plaintiff's efforts to create connections between this action and Connecticut fail for three reasons. First, Plaintiff makes such assertions without any evidentiary support, such as an affidavit. Second, nearly all of the allegations are false. For example, while Plaintiff states that Beta Pharma conducts business in Connecticut, this is not true. Third, nearly all of Plaintiff's purported Connecticut witnesses constitute red herrings, who are unconnected to the transaction at issue, do not view coming to New Jersey as inconvenient, or are completely unexplained.

For the reasons set forth herein, and for the reasons in Defendants' moving papers, Defendants request that this Court transfer this action to the District of New Jersey.

LEGAL ARGUMENT

I. This Action Could Have Been Properly Brought in the District of New Jersey Because ZJBP is Fraudulently Joined

Plaintiff does not dispute that he could have brought this action against Beta Pharma and Zhang in the District of New Jersey. Instead, Plaintiff asserts that venue in New Jersey would be improper because he named ZJBP as a defendant and ZJBP is not subject to personal jurisdiction in New Jersey. As

Beta Pharma and Zhang pointed out in their unchallenged Notice of Removal and in the Motion to Transfer, however, Plaintiff fraudulently joined ZJBP, and it should not be considered as part of the transfer analysis. See *Briarpatch Limited, L.P. v. Phoenix Pictures, Inc.*, 373 F.3d 296, 302 (2d Cir. 2004) (“Briarpatch”); *Pecorino v. Vutec Corp.*, 934 F.Supp.2d 422, 431 (E.D.N.Y. 2012) (when analyzing a fraudulent joinder in the context of a motion to transfer, the court looked to fraudulent joinder precedent in the context of motions to remand). Plaintiff has not moved to remand or otherwise challenged the removal of this action, apparently not disputing that ZJBP was fraudulently joined and its citizenship should be disregarded for diversity purposes.

Moreover, Plaintiff’s belated contention that ZJBP should be considered in analyzing the transfer motion is without merit and is contradicted by the very contract on which Plaintiff is purportedly suing. The Second Circuit has explained that “[t]he doctrine of fraudulent joinder is meant to prevent plaintiffs from joining non-diverse parties in an effort to defeat federal jurisdiction.” *Briarpatch*, 373 F.3d at 302. Accordingly, “courts overlook the presence of a non-diverse defendant if from the pleadings there is no possibility that the claims against that defendant could be asserted in state court.” *Id.* (citing *Pampillonia v. RJR Nabisco, Inc.*, 138 F.3d 459, 461 (2d Cir. 1998)).

Here, there is no possibility that the claims against ZJBP could be asserted in state court because the contract attached to the Complaint forecloses those claims. The only count Plaintiff asserts against ZJBP is a claim for declaratory judgment (Ninth Count). Plaintiff alleges that, “[o]n or about March 26, 2010, for

valuable consideration, BP and ZBP, acting through their officer Don Zhang and pursuant to a *written contract* . . . sold or transferred 1% of all issued and outstanding ZBP stock . . . to plaintiff Zhaoyin Wang.” Complaint, Ninth Count, ¶ 2 (emphasis added). Therefore, Plaintiff “demands a declaratory judgment against ZBP establishing plaintiff’s ownership of his shares and causing ZBP to list his shares and ownership on the official record of shareholders” Complaint, Ninth Count, ¶ 5. In essence, this Count asserts that ZJBP, through Don Zhang, entered a written contract with Plaintiff for the sale of ZJBP stock. But the written contract attached to Plaintiff’s own complaint belies this allegation.

Specifically, the 2010 agreement, which Plaintiff attached to his Complaint,² completely extinguishes Plaintiff’s Ninth Count. That purported agreement expressly states that Plaintiff entered into a contract with Beta Pharma, Inc., not ZJBP. Page three of the agreement states that the contract is between Plaintiff and Don Zhang, *as a representative of Beta Pharma, Inc. Id.* at p. 3 (emphasis added). Additionally, the first page states that the agreement is between Plaintiff and Beta Pharma, Inc. *Id.* at p. 1. Simply stated, there is no conceivable, let alone

² Since Plaintiff appended that agreement to the Complaint, it factors directly into this Court’s analysis of the Complaint’s allegations. See Complaint, Exhibit A; see, e.g., *DiFolco v. MSNBC Cable L.L.C.*, 622 F.3d 104, 111 (2d Cir. 2010) (“a district court may consider the facts alleged in the complaint, *documents attached to the complaint as exhibits*, and documents incorporated by reference in the complaint”) (citations omitted) (emphasis added).

reasonable, way to construe the agreement as between Plaintiff and ZJBP. Because the 2010 agreement contradicts Plaintiff's assertion that the 2010 agreement involved ZJBP, the exhibit controls. *Amidax Trading Group v. S.W.I.F.T. SCRL*, 671 F.3d 140, 146-147 (2d Cir. 2011) ("Furthermore, where a conclusory allegation in the complaint is contradicted by a document attached to the complaint, the document controls and the allegation is not accepted as true."). Because ZJBP is a stranger to the 2010 agreement, it cannot be liable on it. *FCM Group, Inc. v. Miller*, 300 Conn. 774, 797 (2011) ("Before turning to those cases, however, we set forth a general principle so fundamental that it rarely receives mention in case law or commentary, namely, that only parties to contracts are liable for their breach. The obligation of contracts is limited to the parties making them, and, ordinarily, only those who are parties to contracts are liable for their breach. Parties to a contract cannot thereby impose any liability on one who, under its terms, is a stranger to the contract") (citation and quotation omitted). Plaintiff's Ninth Count is therefore meritless and has no possibility of success.

Indeed, while Plaintiff suggests that the 2010 agreement involves ZJBP, Plaintiff also admits that the agreement is really between Beta Pharma and himself, as he states: "both prior to and after the agreement with Beta Pharma was negotiated and executed, plaintiff Wang regularly visited Beta Pharma sites

in Connecticut.”³ Pl.’s Oppos. 16 (emphasis added). This moment of candor reflects the true nature of the agreement.

The fact that Plaintiff allegedly purchased ZJBP stock from Beta Pharma does not make ZJBP a proper party. If a buyer contracts with a seller to buy a Honda, and the seller breaches by not delivering the car to the buyer, the buyer has no recourse against Honda just because the car is a Honda. Likewise, if Plaintiff contracted to buy IBM stock from Zhang, and Zhang failed to deliver the stock, Plaintiff would not have a claim against IBM. The buyer’s recourse is against the seller. The same is true here. Plaintiff may not make ZJBP a party to the 2010 agreement simply because the agreement mentions ZJBP stock. ZJBP (like Honda or IBM) is not a party to that purported contract, and Plaintiff’s only recourse (to the extent he has any, and to the extent the 2010 agreement is a valid contract) is against Zhang and Beta Pharma, Inc.

Beyond the fact that Plaintiff’s own Complaint belies any claim against ZJBP, the Ninth Count fails for two other reasons: ZJBP has no operational connection with Connecticut and is not subject to personal jurisdiction here; and ZJBP was not properly served with the complaint in this action.

Neither Connecticut nor any other state in the U.S. has personal jurisdiction over ZJBP. Contrary to Plaintiff’s unsubstantiated representations about ZJBP’s operations, Defendants have offered a supplemental affidavit of Don Zhang, formerly the Vice President of the Board of Directors of ZJBP

³ As subsequently explained in section III.A below, this statement is completely false.

(attached hereto as Exhibit 1), in which he verifies that ZJBP has no business operations in Connecticut (or anywhere in the U.S.), that ZJBP does not engage in the research, development, and marketing of drugs in Connecticut, and that ZJBP has no scientists or other employees who work in Connecticut. Supp. Zhang Affid., ¶ 7. Indeed, ZJBP is not even authorized to conduct business in Connecticut (or anywhere in the U.S.), so any Connecticut operations would be illegal. *Id.* at 8. Additionally, any marketing in Connecticut would be illegal because none of ZJBP's drugs are approved by the U.S. Food and Drug Administration. *Id.* at ¶ 9. ZJBP is a Chinese company, conducting business in China, that has no operational connection to Connecticut.

Further, Plaintiff's unsupported statement that "ZBP is a partially owned subsidiary of Beta Pharma" is a complete fabrication. Pl.'s Oppos. 9. ZJBP is not now, and has never been, a subsidiary of Beta Pharma. Supp. Zhang Affid., ¶ 10. Instead, ZJBP is a separate and distinct entity from Beta Pharma, and is located in China, thousands of miles from Beta Pharma's offices in New Jersey.

In a last-ditch effort to find personal jurisdiction over ZJBP, Plaintiff contends that "ZBP's Chief Executive Officer and Chief Science Officer, Yinxiang Wang, is a resident of Cheshire Connecticut." Pl.'s Oppos. 10. But the mere fact that a foreign entity has an officer who resides in a U.S. State does not create sufficient contacts with the State for jurisdiction over the entity. See, e.g., *Riverside & Dan River Cotton Mills v. Menefee*, 237 U.S. 189, 195 (1915) (mere fact that an officer of a corporation may "permanently reside" in the state is insufficient to acquire jurisdiction). No Connecticut Court has specific

jurisdiction over ZJBP because the claims (concerning the 2010 agreement) do not relate to any contacts by ZJBP with Connecticut.⁴ And Connecticut Courts do not have general jurisdiction over ZJBP because ZJBP does not have a continuous and systematic presence in this State.⁵

Third, the Court lacks jurisdiction over ZJBP because Plaintiff did not properly serve ZJBP with the Complaint. Connecticut law states that a Plaintiff may serve a foreign corporation with a complaint through the corporation's registered agent, if the entity is authorized to transact business in Connecticut, or

⁴ See, e.g., *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 472-473 (1985) ("Where a forum seeks to assert specific jurisdiction over an out-of-state defendant who has not consented to suit there, this 'fair warning' requirement is satisfied if the defendant has 'purposefully directed' his activities at residents of the forum, *Keeton v. Hustler Magazine, Inc.*, 465 U.S. 770, 774, 104 S.Ct. 1473, 1478, 79 L.Ed.2d 790 (1984), and the litigation results from alleged injuries that 'arise out of or relate to' those activities, *Helicopteros Nacionales de Colombia, S.A. v. Hall*, 466 U.S. 408, 414, 104 S.Ct. 1868, 1872, 80 L.Ed.2d 404 (1984)").

⁵ See, e.g., *Daimler AG v. Bauman*, 134 S.Ct. 746, 754 (2014) ("[a] court may assert general jurisdiction over foreign (sister-state or foreign-country) corporations to hear any and all claims against them when their affiliations with the State are so 'continuous and systematic' as to render them essentially at home in the forum State.") (quoting *Goodyear Dunlop Tires Operations, S.A. v. Brown*, 131 S.Ct. 2846, 2851 (2011)).

through the corporation's secretary.⁶ ZJBP is not authorized to conduct business in Connecticut, so Plaintiff could have served ZJBP's secretary. The return of service indicates that the Marshall served Yinxiong Wang, "secretary of ZJBP," but Yinxiong Wang is not ZJBP's secretary. D.E. 1-1; Supp. Zhang Affid., Exh. A. Thus, Plaintiff has not effectuated service upon ZJBP.

For all of these reasons, no Connecticut Court has jurisdiction over ZJBP, and Plaintiff cannot possibly state a claim against ZJBP. ZJBP is a fraudulently joined defendant, which this Court should disregard for the purposes of the Motion to Transfer.

II. This Action Should Be Transferred for the Interests of Justice and the Convenience of Witnesses

Because this action could have been brought in the District of New Jersey, the remaining question under Section 1404 is weighing of the transfer factors. Although Plaintiff goes to great lengths to paint a picture connecting this action and Connecticut, a closer examination reveals this picture to be nothing more than a mirage. Plaintiff's allegations fail because: (A) they have no evidentiary support; (B) they constitute blatant misrepresentations of fact; and (C) they are unrelated to the issues in this case or do not establish connections to Connecticut.

⁶ Conn. General Statutes § 33-929.

A. Plaintiff's Factual Allegations Have No Evidentiary Support.

This Court should disregard all of Plaintiff's factual allegations in his opposition because those allegations include no evidentiary support.⁷ A party cannot oppose a motion on factual grounds by making unsubstantiated assertions.⁸ Rather, the party must offer evidence, such as an affidavit, attesting to those facts.⁹ Here, Plaintiff's opposition makes a litany of allegations regarding Beta Pharma's alleged connections to Connecticut, but provides virtually no evidentiary support for those allegations. In contrast, Defendants' moving papers included an affidavit of Don Zhang, attesting to facts relevant to this Motion. And Defendants have put forth a supplemental affidavit of Don Zhang that provides additional relevant facts and corrects misrepresentations in Plaintiff's opposition. The evidence before this Court supports transferring this action to the District of New Jersey.

⁷ The only possible evidence that Plaintiff offers is the deposition transcript of Dr. Mehrnaz Kamal, Ph.D., but Plaintiff and his counsel fail to certify the transcript as a true and correct copy.

⁸ See *Scotto v. Almenas*, 143 F.3d 105, 114 (2d Cir. 1998) ("The non-moving party may not rely on conclusory allegations or unsubstantiated speculation.") (citations omitted).

⁹ See *id.*

B. In an Effort to Manufacture Connections to Connecticut, Plaintiff Misrepresents the Facts

The following chart contrasts Plaintiff's attempts to create connections between this action and Connecticut with the actual facts.

Plaintiff's Unsupported Misrepresentations of Fact	Actual Facts
"Beta Pharma continues to do business in Branford." Pl.'s Oppos. 2.	Beta Pharma conducts no business in Connecticut. Supp. Zhang Affid., ¶ 11.
Beta Pharma's principal place of business was in Connecticut "until January, 2013." Pl.'s Oppos. 2. "Beta Pharma continued to maintain its principal place of business in Connecticut long after 2011." Pl.'s Oppos. 4.	In November 2011, Beta Pharma moved its offices to New Jersey. Supp. Zhang Affid., ¶ 11. Thereafter, Beta Pharma had no facilities or offices in Connecticut. <i>Id.</i> Beginning in November 2011, Beta Pharma's principal place of business was in New Jersey. <i>Id.</i> , Exh. B.
After 2011, "employees of Beta Pharma continued to operate in Connecticut." Pl.'s Oppos. 4.	After November 2011, Beta Pharma had no employees in Connecticut. Supp. Zhang Affid., ¶ 15.
Branford Research Lab, Inc. has a principal place of business in Branford. Pl.'s Oppos. 6.	Branford Research Lab, Inc. was dissolved in November 2014 and, therefore, has no principal place of business. Pl.'s Oppos. 6; Supp. Zhang Affid., ¶ 23.
"[T]o date, Beta Pharma still maintains a business presence in Connecticut." Pl.'s Oppos. 9; <i>Id.</i> at 10 (same).	Beta Pharma has no business presence in Connecticut. Supp. Zhang Affid., ¶ 11.
"The agreement underlying plaintiff's claims in this matter was negotiated and executed with Beta Pharma's president, defendant Zhang, in Connecticut out of Beta Pharma's corporate headquarters in Branford, Connecticut." Pl.'s Oppos. 16.	Plaintiff did not execute the agreement in Connecticut. Supp. Zhang Affid., ¶ 16. He signed the agreement in Canada, where he resided. <i>Id.</i> The parties did not negotiate the agreement in Connecticut. <i>Id.</i> Plaintiff visited Beta Pharma in Connecticut a few times, but the negotiations took place via

	telephone and email. <i>Id.</i> at ¶ 17.
<i>Plaintiff's Unsupported Misrepresentations of Fact</i>	<i>Actual Facts</i>
"The misrepresentations made . . . to plaintiff Wang were made in Connecticut." Pl.'s Oppos. 16.	Again, the parties communicated about the alleged agreement remotely, via telephone and email. Supp. Zhang Affid., ¶ 17.
"[B]oth prior to and after the agreement with Beta Pharma was negotiated and executed, plaintiff Wang regularly visited Beta Pharma sites in Connecticut." Pl.'s Oppos. 16.	At most, Plaintiff visited Beta Pharma in Connecticut a few times. Supp. Zhang Affid., ¶ 18.
"Wang regularly conducted Beta Pharma business in Connecticut by site visit..." Pl.'s Oppos. 16.	Plaintiff did not regularly conduct business in Connecticut by site visit and, in fact, only came to Connecticut (at most) a few times. Supp. Zhang Affid., ¶ 18.
"Defendant Zhang is . . . Vice-President of ZBP and a director thereof." Pl.'s Oppos. 3.	Don Zhang is not an officer or director of ZJBP. Supp. Zhang. Affid., ¶ 5.
ZJBP "does business in the State of Connecticut, engaging in the research developing and marking of prescription drugs." Pl.'s Oppos. 9.	ZJBP conducts no business in the U.S. Supp. Zhang Affid., ¶ 7.
"ZJBP is a partially owned subsidiary of Beta Pharma." Pl.'s Oppos. 9.	ZJBP is not a subsidiary of Beta Pharma. Supp. Zhang Affid., ¶ 10.
"ZJBP has employed Connecticut scientists to do work for ZBP in Connecticut..." Pl.'s Oppos. 10.	ZJBP has never employed Connecticut scientists to do work in Connecticut. Supp. Zhang Affid., ¶ 7.
"[ZJBP's] employees have travelled to Connecticut to transact business in [Connecticut]." Pl.'s Oppos. 10.	ZJBP's employees have never transacted business in Connecticut. Supp. Zhang Affid., ¶ 7.

In sum, Plaintiff distorts the facts by suggesting, among other things, that Beta Pharma and ZJBP have operations in Connecticut, that the 2010 agreement

was negotiated in Connecticut, and that Wang regularly visited Beta Pharma in Connecticut. None of these, or the other facts above, are true. None of those facts weigh in favor of the case remaining in Connecticut.

Conversely, the actual facts weigh heavily in favor of transferring the case to the District of New Jersey. As set forth in Defendants' moving papers, Courts consider the location of the evidence, documents, convenience to the parties, and convenience to witnesses, among other factors, when conducting a transfer analysis under 28 U.S.C. § 1404(a).¹⁰

An analysis of the true facts reveals that facts and witnesses are located in New Jersey¹¹ and that the District of New Jersey constitutes a convenient venue. Those real facts include the following:

- Beta Pharma's offices are in New Jersey (Supp. Zhang Affid., ¶ 11);
- Beta Pharma's principal place of business is in New Jersey (Supp. Zhang Affid., ¶ 11, Exh. B);
- All of Beta Pharma's employees are in New Jersey (Supp. Zhang Affid., ¶ 15);

¹⁰ *Costello v. Home Depot U.S.A., Inc.*, 888 F.Supp.2d 258, 267 (D.Conn. 2012) (citing *D.H. Blair & Co., Inc. v. Gottdiener*, 462 F.3d 95, 106-107 (2d Cir. 2006); *Hanninen v. Fedoravitch*, 583 F.Supp.2d 322, 331 (D.Conn. 2008)).

¹¹ It bears reiterating that Plaintiff lives and works in China.

- Nearly all of Beta Pharma's documents are in New Jersey (Supp. Zhang Affid., ¶ 14);¹²
- Beta Pharma conducts no business in Connecticut (*id.*); and
- Dr. Zhang works and resides in New Jersey. *Id.* at ¶ 12.

Given those substantial connections to New Jersey, reflected in the record evidence, New Jersey is where facts, evidence, witnesses,¹³ and parties are located. The District of New Jersey therefore constitutes a convenient and appropriate transferee forum.

C. Plaintiff References Many Other Purported Witnesses Who Amount to Red Herrings, are Unrelated to this Action, or Do Not Actually Have Connections to this State

Beyond distorting the facts and providing virtually no evidentiary support for his allegations, Plaintiff cites a litany of purported facts and witnesses that allegedly provide connections to Connecticut, but in reality have no connection to this lawsuit, or do not actually provide a link to this State. Thus, all such allegations and witnesses are red herrings, which this Court should disregard.

¹² Plaintiff's statement of facts suggests that Beta Pharma has documents at a facility in West Haven, Connecticut. Pl.'s Oppos. 5. This is incorrect. Beta Pharma does not have any files stored in West Haven, Connecticut. Supp. Zhang Affid., ¶ 40.

¹³ See section IV below.

i. First Red Herring: References to Beta Pharma Scientific, Inc. and Branford Research Lab, Inc., Which Have No Connection to this Lawsuit

Throughout his opposition, Plaintiff mentions Branford Research Lab, Inc. ("BRL") and Beta Pharma Scientific, Inc. ("BPS") as though these companies have relevance to this action. They do not, and all references to those companies are misleading. Plaintiff's Complaint concerns a purported agreement between himself and Beta Pharma. Complaint, Exh. A. It does not, in any way, concern BRL or BPS, which are separate companies from Beta Pharma, had nothing to do with the 2010 agreement, and are not parties to this action. Supp. Zhang Affid., ¶ 21, 24; Complaint, Exh. A. Plaintiff tacitly concedes this point, as he never alleges that BRL or BPS have any relevance to this action. Merely referencing companies (or witnesses) provides no basis for defeating a transfer motion, where those companies have no relevance to the lawsuit.

ii. Second Red Herring: Banks Located in Connecticut, When Those are National Banks, and Beta Pharma Does All of its Banking in New Jersey

Plaintiff also unavailingly attempts to create a connection to Connecticut by stating that "Beta Pharma's banking records for the relevant period are located at Connecticut branches of national banks: (1) JPMorgan Chase, which is located at 234 Church St., New Haven, Connecticut; and (2) Bank of America, located at 1081 West Main Street, Branford, Connecticut, where defendant Zhang . . . has banking records." Pl.'s Oppos. 18. Plaintiff provides no indication as why JPMorgan Chase and Bank of America records are relevant to this case, and Defendants cannot fathom how those records could be relevant to Plaintiff's

breach of contract claims. In any case, these bald, unsubstantiated allegations without any explanation as to relevance do not justify denying the Motion to Transfer.

Furthermore, since JPMorgan Chase and Bank of America are national banks, Beta Pharma and Don Zhang can access any relevant banking records from many locations in the U.S. – through local branches or through the banks’ websites. In other words, there is nothing Connecticut-specific about banking with those national banks. Indeed, both Beta Pharma and Don Zhang do all of their banking in New Jersey at New Jersey branches of JPMorgan Chase, Bank of America, and other banks. Supp. Zhang Affid., ¶ 25. Beta Pharma and Don Zhang do not bank at any Connecticut banks and have not done so for years. *Id.* at ¶ 26. Thus, to the extent Defendants’ banking records have any relevance to this matter, this factor would support transferring this action to New Jersey.

iii. Third Red Herring: Beta Pharma’s Corporate Counsel, Where Those Lawyers Either Have No Relevant Knowledge or Do Not View Coming to New Jersey as Inconvenient

Plaintiff’s opposition also suggests that Connecticut is an appropriate forum because “Beta Pharma has identified four corporation counsel” who have at least some purported connection to Connecticut. Pl.’s Oppos. 17. These alleged witnesses lend no support to Plaintiff’s argument because they do not have relevant knowledge and would come to New Jersey if necessary.

Again, Plaintiff does not state how or why these corporate lawyers have any relevance to this action. He cannot manufacture relations to Connecticut by simply referencing Connecticut lawyers (or lawyers somehow connected to this

State).¹⁴ Instead, Plaintiff must show that the lawyers have knowledge, or relevant information, concerning the 2010 agreement. Plaintiff failed to even allege, let alone show, any such relevance.

A consideration of each separate attorney further reveals the baseless nature of Plaintiff's argument. First, Plaintiff mentions Pepe & Hazard, LLP, which merged into McElroy, Deutsch, Mulvaney & Carpenter, LLP ("McElroy"). Pl.'s Oppos. 17. However, Defendants have offered an affidavit from Stephen B. Hazard, a partner at McElroy, who was formerly a named partner at Pepe & Hazard (attached hereto as Exhibit 2). In that affidavit, Mr. Hazard states that "Pepe & Hazard represented Beta Pharma, Inc. from approximately 2000 to 2010" and that Walter Simmers and Peter Costas provided the legal services. Hazard Affid., ¶ 4-5. Mr. Costas "retired from the practice of law in 2010, and is currently suffering from Parkinson's disease and advanced dementia," and "Walter Simmers died on October 28, 2014." *Id.* at ¶ 7-8. Further, on or about August 14, 2014, "Walter S. Simmers sent all of Pepe & Hazard's Beta Pharma, Inc. (or related company) client files to either Fox Rothschild LLP or directly to the client." *Id.* at ¶ 6. As such, "neither [Mr. Hazard] nor any current [McElroy] lawyers have any personal knowledge regarding Beta Pharma, Inc. matters." *Id.* at ¶ 9.

Similarly, Plaintiff references Edward Duffy, Esq., who has no knowledge or information relevant to this matter. Mr. Duffy provided corporate legal work for BPS and BRL in 2010 and 2011. Duffy Affid. (attached hereto as Exhibit 3), ¶ 3.

¹⁴ Although Lance Liu, Esq. lives and practices law in Connecticut, he is not a member of the Connecticut bar.

Specifically, he “was hired to form Beta Pharma Scientific, Inc. and Branford Research Lab, Inc. and incorporated them in Connecticut.” *Id.* Mr. Duffy never provided legal services to Beta Pharma and never worked on the 2010 agreement. *Id.* at ¶ 6. Furthermore, Mr. Duffy has stated, under oath, that he does “not know who Zhaoyin Wang is, [he] never reviewed any employment agreement between [Plaintiff] and any company, and [has] no knowledge of whether [Plaintiff] worked for any company anywhere.” *Id.* at ¶ 7. Mr. Duffy has no information relevant to this action.

Third, Plaintiff mentions Lance Liu, Esq., Beta Pharma’s former lawyer who provided legal services on various issues. While Mr. Liu resides in Connecticut, he is not licensed to practice law there. He is licensed to practice in New Jersey and, therefore, could not possibly claim that coming to New Jersey for this action would be inconvenient. Under the New Jersey Court Rules, Mr. Liu subjects himself to service and jurisdiction in New Jersey. R. 1:21-1(a)(1) (“[A]n attorney must designate one or more fixed physical locations . . . where process may be served on the attorney for all actions, including disciplinary actions, that may arise out of the practice of law and activities related thereto.”); R. 1:21-1(a)(2) (“An attorney who is not domiciled in this State and does not maintain a fixed physical location for the practice of law in this State, but who meets all qualifications for the practice of law set forth herein must designate the Clerk of the Supreme Court as agent upon whom service of process may be made for the purposes set forth in subsection (a)(1) of this rule, in the event that service cannot otherwise be effectuated pursuant to the appropriate Rules of Court.”).

Fourth, Plaintiff's opposition papers mention Fox Rothschild LLP ("Fox"). Again, Plaintiff misleads the Court. Fox's lawyers never provided any legal services to Beta Pharma related to Zhaoyin Wang or the 2010 agreement, until Beta Pharma received the Complaint in this case and contacted Fox lawyers, based in New Jersey,¹⁵ about defending the company in the lawsuit. Supp. Zhang Affid., ¶ 27. Plaintiff's misguided attempt at creating a connection to this State based on these lawyers must fail.

iv. Fourth Red Herring: Beta Pharma's Accountants, Where Those Accountants Either Have No Connection to Connecticut or Do Not View Coming to New Jersey as Inconvenient

Next, Plaintiff attempts to link this case to Connecticut based on Beta Pharma allegedly using Connecticut-based accountants. Pl.'s Oppos. 17-18. As with the corporate lawyers, banks, and BRL and BPS, Plaintiff does not state how or why the accountants are connected to this action or have any relevant information. Plaintiff cannot defeat this Motion by simply referencing random "witnesses."

Plaintiff suggests that "Deloitte & Touche, a national firm with offices in Stamford and Wilton, Connecticut" provides a basis for this case remaining in Connecticut. Pl.'s Oppos. 17-18. This argument is completely frivolous. Deloitte did not start providing accounting services to Beta Pharma until tax year 2013, well after Beta Pharma had already moved to New Jersey. Supp. Zhang Affid., ¶ 29. All of the accountants at Deloitte who have provided such accounting

¹⁵ All of the Fox lawyers who have represented Beta Pharma are located in New Jersey. Supp. Zhang Affid., ¶ 28.

services work out of a New Jersey office of Deloitte. *Id.* at ¶ 30. Simply stated, Beta Pharma's relationship with Deloitte is, and has always been, based exclusively in New Jersey, and Plaintiff cannot characterize that relationship as a Connecticut one just because Deloitte, one of the largest accounting firms in the world, has offices in Connecticut. *Id.*

Additionally, Plaintiff's arguments about Beta Pharma's former accounting firm, Teplitzky & Company, P.C. ("Teplitzky"), come to no avail. According to the affidavit of John Anastasio (attached hereto as Exhibit 4), "from approximately 2007 to 2012, Teplitzky prepared tax returns for Beta Pharma, Inc., Beta Pharma Scientific, Inc. and Branford Research Labs, Inc.," during which time he was the partner in charge of providing such tax services. Anastasio Affid., ¶ 3-4. It is entirely unclear why, in a case about alleged breaches of an employment agreement, Defendants' tax accounting firm would have relevant information. Regardless, Mr. Anastasio has stated that he "would be willing to testify in the United States District Court located in New Jersey and it would not be inconvenient." *Id.* at ¶ 5. Plaintiff's arguments about the accountants are red herrings, which this Court should disregard.

v. Fifth Red Herring: Beta Pharma's Former Patent Lawyer, Where this Case Does Not Concern Patent Issues, and that Lawyer Has No Relevant Knowledge

Fifth, Plaintiff suggests that this case should remain in Connecticut because Todd Garabedian, Esq. provided patent services to Beta Pharma. This, like all of Plaintiff's other arguments, is a red herring.

To begin, this lawsuit does not involve any patent issues. The Complaint mentions the drug Icotinib, but the claims do not concern that drug at all. Instead, the claims relate to alleged breaches of the 2010 agreement. Therefore, Mr. Garabedian could not possibly have information relevant to this matter.

In fact, Mr. Garabedian has stated, under oath, that he formerly represented Beta Pharma in intellectual property matters, but “never provided any legal services to Beta Pharma, Inc., Beta Pharma Scientific, Inc. or Branford Research Labs, Inc. in connection with employment, partnerships, corporate matters or contracts with any third parties.” Garabedian Affid. (attached hereto as Exhibit 5), ¶ 5. Additionally, he does “not know who Zhaoyin Wang is, [he] [has] never reviewed any employment agreement between [Mr. Wang] and any company, and [has] no knowledge of whether [Mr. Wang] worked for any company anywhere.” *Id.* at ¶ 6. Mr. Garabedian is not a witness to any facts in this case.

vi. Sixth Red Herring: Guojian Xie, a Former Bench Chemist of Beta Pharma, Who Has Not Stated that Coming to New Jersey is Inconvenient

Sixth, Plaintiff points to Guojian Xie, purportedly an officer of Beta Pharma in 2010 who resides in Connecticut, as support for why this case should remain in Connecticut. Again, Plaintiff’s argument is unsubstantiated and must fail.

Beyond merely stating that Mr. Xie was a corporate officer, Plaintiff provides no reason why Mr. Xie has relevant information. Further, even if Mr. Xie is a witness to facts in this case, Mr. Xie has not stated that coming to New Jersey would be inconvenient.

vii. *Seventh Red Herring: Dr. Kamal, Who Does Not View Coming to New Jersey as Inconvenient*

Next, Plaintiff notes that Dr. Mehrnaz Kamal, Ph.D. resides in Connecticut. Pl.'s Oppos. 17. This "witness," however, lends no support to Plaintiff's opposition.

Plaintiff does not indicate why Dr. Kamal constitutes a witness to the facts in this case, but instead just makes the unsubstantiated assertion that she is a witness. Again, this Court and Defendants are left guessing as to why Dr. Kamal could have any relevant information, especially because: she works for BPS, a nonparty to both this case and the 2010 agreement; she had little interaction with Plaintiff; and she never worked on the 2010 agreement or any related issues. Further, Dr. Kamal has indicated that traveling to New Jersey would not be inconvenient. Kamal Affid. (attached hereto as Exhibit 6), ¶ 6.

viii. *Eighth Red Herring: Yinxiong Wang, Who May Not Possess Knowledge or Information Relevant to this Action and Has Not Stated that Traveling to New Jersey Would be Inconvenient*

Plaintiff's final red herring is Yinxiong Wang. As with all of the other purported witnesses, Plaintiff does not state why Yinxiong has any knowledge or information relevant to the 2010 agreement. In fact, Plaintiff's opposition brief suggests that Yinxiong does not possess such knowledge or information. Pl.'s Oppos. 18.

Plaintiff indicates that Yinxiong is a co-inventor of Icotinib and that he is the chief executive officer of ZJBP. In this case about alleged breaches of the

2010 agreement, it is inconceivable how or why information on Icotinib would be relevant to the claims. Further, it is inconceivable how or why Yinxiang's alleged status as CEO of ZJBP has any relevance, since ZJBP is not a party to the 2010 agreement. In any case, even if Yinxiang constitutes a witness, he has not stated that coming to New Jersey would inconvenience him. In fact, Yinxiang lives and works in China, so coming to Connecticut is no more inconvenient than New Jersey, especially since there are multiple international airports near the District of New Jersey in Trenton, where this case would be transferred.

The foregoing demonstrates that nearly all of Plaintiff's contentions in opposition to the Motion to Transfer constitute red herrings – because Plaintiff does not explain why the purported witnesses have relevant information, because they do not have relevant information, and/or coming to New Jersey is not inconvenient for them.

D. Factual Corrections Reflecting Beta Pharma's New Jersey Presence

After discarding Plaintiff's many factual misrepresentations and many red herrings, the Court is left with a few alleged connections to Connecticut, including documentation maintained by the Connecticut Secretary of State's Office and Dr. Kamal's testimony. These alleged Connecticut facts resulted from ministerial errors or simple mistakes.¹⁶ After 2011, any Beta Pharma documents

¹⁶ Beyond the mistakes subsequently discussed, Defendants offer the following clarification regarding why various employees' emails may have listed Connecticut addresses after November 2011. First, Vicky Guiliano was an employee of Scientific, so she used a Connecticut address on the signature block

or emails reflecting a Connecticut address are in error and should have listed Beta Pharma's New Jersey address. Supp. Zhang Affid., ¶ 36. The true facts reflect that Beta Pharma had no offices or operations in Connecticut after November 2011. *Id.* at ¶ 11. Defendants offer the following factual corrections, which properly reflect Beta Pharma's New Jersey presence.

i. The Connecticut Secretary of State's Records for BPS, BRL, and Beta Pharma Should Have Reflected Dr. Zhang's New Jersey Address

Plaintiff attached to his opposition a Secretary of State document for BPS purportedly printed on December 24, 2014. Pl.'s Oppos., Exh. A. (BPS). That document incorrectly listed Dr. Zhang as having Connecticut business and residence addresses. Because BPS is a small company with very few employees, BPS made an administrative mistake and forgot to change the Secretary of State records to reflect Dr. Zhang's New Jersey address after he moved to New Jersey in 2011. Supp. Zhang Affid., ¶ 31-32. Dr. Zhang recently submitted forms to the Connecticut Secretary of State to change the address on file to his New Jersey address. *Id.* at ¶ 32, Exh. C. Thus, beyond the fact that BPS has no relevance to this matter, this administrative error is also inconsequential.

in her emails. Supp. Zhang Affid., ¶ 35. Second, if Amy Chen's email signature block in her emails listed a Connecticut address in December 2011, this was shortly after Beta Pharma moved its principal place of business to New Jersey in November 2011, so she likely forgot to change the address. *Id.* at ¶ 38. Third, if Dr. Zhang ever listed a Connecticut address on the signature block of his email in 2012, that was an administrative mistake. *Id.* at ¶ 39.

Similarly, Plaintiff attached to his opposition a BRL Secretary of State document, which incorrectly listed a Connecticut address for Dr. Zhang. *Id.* at ¶ 33. This address too resulted from an administrative error, and Dr. Zhang would have filed to revise the address, but BRL was dissolved in 2014 making the issue moot. *Id.*

Finally, Plaintiff asserts that, as of March 2014, the Connecticut Secretary of State's files still reflected Don Zhang's former business address in Branford.¹⁷ This, like the mistakes for BPS and BRL, was simply an administrative oversight. Supp. Zhang Affid., ¶ 34. Beta Pharma has no operations in Connecticut, and its documentation with the Secretary of State should have reflected its New Jersey address. *Id.*

ii. To the Extent Dr. Kamal Suggested in Her Deposition that Beta Pharma Had a Presence in Connecticut in 2014, She Misspoke

As proof for Beta Pharma's continued presence in Connecticut, Plaintiff cites the deposition of Dr. Kamal, where, according to Plaintiff, Dr. Kamal stated that, as of the date of her deposition, Beta Pharma maintained a business presence in Connecticut. This argument misrepresents Dr. Kamal's testimony.

¹⁷ Plaintiff's opposition contradicts itself. He submitted a purported March 2014 printout from the Secretary of State's website listing a Connecticut address for Dr. Zhang, but also submitted a May 2014 printout listing a New Jersey address. Clearly, Beta Pharma noticed the administrative error in the address and corrected it.

But even if Dr. Kamal testified as Plaintiff believes she did, Dr. Kamal misspoke and now submits a correction to her testimony.

During her May 2014 deposition, Dr. Kamal testified as follows:

Q: This indicates that notice is to be given to the corporation at 31 Business Park Drive in Branford. Beta Pharma still has an office there; is that right?

A: Yes, we do.

Plaintiff cites this testimony as evidence that, in May 2014, Beta Pharma still had operations in Connecticut.

This argument distorts Dr. Kamal's testimony. The lawyer questioning Dr. Kamal, Jonathan Katz, did not clearly specify whether he was asking about Beta Pharma, Inc. or BPS, but instead just referenced "Beta Pharma." In response, Dr. Kamal did not state that Beta Pharma, Inc. or BPS had a presence in Connecticut, but instead just stated, "Yes, we do." Thus, the question and the answer are both ambiguous, and it is not clear what Dr. Kamal intended by her answer. Plaintiff's reading of the testimony essentially puts words in Dr. Kamal's mouth.

To eliminate any confusion, Dr. Kamal has offered an affidavit in support of this Motion to Transfer in which she states that Beta Pharma, Inc. had no operations in Connecticut in May 2014, that Beta Pharma moved to New Jersey in 2011, and that, to the extent she suggested otherwise at her deposition, she misspoke. Kamal Affid., ¶ 4-5. As corrected, Dr. Kamal's testimony lends further support to this Motion.

IV. Key Witnesses with Relevant Information are in New Jersey

In this case about an alleged employment agreement between Beta Pharma and Plaintiff, naturally, key witnesses with relevant information are Beta Pharma employees. As such, witnesses with relevant information are in New Jersey.

First, Dr. Zhang, a signatory to the alleged agreement, has knowledge regarding it. Dr. Zhang works and resides in New Jersey, making the District of New Jersey a more convenient forum. Supp. Zhang Affid., ¶ 12.

Further, there are New Jersey witnesses who have information related to whether Plaintiff fulfilled his obligations under the 2010 agreement. The purported offer agreement provided that Plaintiff would become Beta Pharma's Chief Scientific Officer. Complaint, Exh. A, at p. 1. Especially because Beta Pharma is a small company (which always had less than twenty employees), if Plaintiff actually became the Chief Scientific Officer, Beta Pharma employees would have known this.

In fact, Alysha Salandy, who has worked at Beta Pharma since August 26, 2013 as its Human Resources Manager, has stated, under oath, that she "has knowledge relevant to whether anyone has served, or is serving, as a Chief Scientific Officer for Beta Pharma." Salandy Affid. (attached hereto as Exhibit 7), ¶ 5. Jirong Peng, Beta Pharma's Vice President, has similarly verified that he has knowledge on that issue. Peng Affid. (attached hereto as Exhibit 8), ¶ 5.

These are only two of many other potential Beta Pharma witnesses who could have knowledge relevant to whether anyone is (or was) the Chief Scientific Officer for Beta Pharma. And this is only one example of an issue about which

Beta Pharma employees will have knowledge. Since there are New Jersey witnesses with relevant information, transferring this case to the District of New Jersey will promote convenience for those witnesses.

CONCLUSION

For the foregoing reasons, and for the reasons in Defendants' moving papers, Defendants respectfully request that this Court grant their Motion to Transfer.

**DEFENDANTS BETA PHARMA, INC. AND DON
ZHANG**

By: /s/
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Telephone: (203) 672-1636
Facsimile: (203) 672-1656
Email michael.caldwell@leclairryan.com
-- Their Attorney--

CERTIFICATE OF SERVICE

I hereby certify that on January 16, 2015 a copy of the foregoing was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/

Michael G. Caldwell (ct 26561)

EXHIBIT 1

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

JANUARY 16, 2015

SUPPLEMENTAL AFFIDAVIT OF DON ZHANG

The undersigned, being duly sworn, deposes and says:

1. I am above eighteen years of age and believe in the obligations of an oath.
2. I have personal knowledge of the facts set forth in this Supplemental Affidavit, and they are true and accurate to the best of my knowledge and belief.
3. I am the CEO, president, and a shareholder of Beta Pharma, Inc. ("Beta Pharma").
4. Beta Pharma is a Delaware corporation, which has corporate offices and a principal place of business at 5 Vaughn Drive, Suite 106, Princeton, New Jersey 08540.

Zhejiang Beta Pharma Co., Ltd.

5. Formerly, I served as the Vice President of the Board of Directors of Zhejiang Beta Pharma Co., Ltd. ("ZJBP"), a Chinese pharmaceutical company located in Hangzhou, China, until March 2013. Currently, I am not an officer or a director of ZJBP, and I have no other role at ZJBP. Attached as Exhibit A is a true and correct copy of a portion of a document that ZJBP (now known as Betta Pharmaceuticals Ltd., Co.) filed with the Chinese SEC called "Prospectus for Initial Public Offering of Stocks and Listing in the Growth Enterprise Market (GEM) to Raise Capital (Application)," along with an English translation of that document.

6. I have personal knowledge regarding ZJBP and its operations.

7. ZJBP does not now, nor has it ever, conducted business in Connecticut or anywhere in the United States. In addition, ZJBP does not now, nor has ever, done scientific research, development, selling, or marketing of drugs in Connecticut or anywhere in the United States. Further, ZJBP does not now, nor has ever, had scientists or other employees who worked (or work) in Connecticut or anywhere in the United States.

8. ZJBP is not authorized to conduct business in Connecticut or anywhere in the United States.

9. ZJBP manufactures, sells, and markets drugs, including Icotinib, in China. None of the drugs that ZJBP makes, sells, or markets in China are approved by the United States Food and Drug Administration for use in humans or even for clinical drug trials. If ZJBP were doing research, development,

selling, or marketing of drugs in the United States, it would be in violation of the laws of the United States, as its drugs are not approved for sale in the United States.

10. ZJBP is not now, nor has it ever been, a subsidiary of Beta Pharma.

Beta Pharma's Move to New Jersey

11. In November 2011, Beta Pharma moved its offices from Connecticut to New Jersey. Thereafter, Beta Pharma had no facilities or offices in Connecticut. Beginning in November 2011, Beta Pharma's principal place of business was in New Jersey. Beta Pharma conducts no business in Connecticut. Attached as Exhibit B is a true and correct copy of Beta Pharma's 2012 Delaware Franchise Tax Report, which lists Beta Pharma's principal place of business as 5 Vaughn Dr., Suite 104, Princeton, NJ 08540.

12. Currently, I permanently reside in New Jersey, and I work at Beta Pharma's Princeton office.

13. Beta Pharma has a research facility in Monmouth Junction, New Jersey.

14. Since November 2011, all of Beta Pharma's computers, and nearly all of its documents, have been located in New Jersey.

15. Since November 2011, all of Beta Pharma's employees have worked in New Jersey.

Alleged 2010 Agreement with Plaintiff

16. Plaintiff and I did not negotiate the purported March 2010 contract offer identified in his Complaint in Connecticut. Plaintiff executed that contract offer in Québec, Canada, not in Connecticut.

17. Furthermore, most of the negotiations for the contract offer occurred via phone and email. Prior to execution of that contract offer, Plaintiff visited Beta Pharma in Connecticut a few times.

18. At most, Plaintiff was physically present at Beta Pharma a few times before and after that contract offer was executed. Plaintiff certainly did not regularly conduct business in Connecticut.

Beta Pharma Scientific, Inc. and Branford Research Lab, Inc.

19. I am also the CEO, president, and a shareholder of Beta Pharma Scientific, Inc. ("BPS").

20. BPS is a Connecticut Corporation, and its principal place of business is located in Branford, Connecticut.

21. Beta Pharma and BPS are separate companies and completely different businesses.

22. Prior to November 2014, I was an officer, director and a shareholder of Branford Research Lab, Inc. ("BRL").

23. BRL was a Connecticut corporation until it was dissolved on November 14, 2014.

24. Beta Pharma and BRL are separate companies and completely different businesses.

Beta Pharma's Banks

25. Beta Pharma has been banking with both Chase (JP Morgan Chase) and Bank of America at branches in New Jersey for years. Beta Pharma has other banking relationships with banks in New Jersey. Beta Pharma does all of its banking in New Jersey at banks' New Jersey branches.

26. Pharma does not bank at any banks in Connecticut and has not done so for years.

Fox Rothschild LLP

27. Fox Rothschild LLP ("Fox") is a law firm that represents me and Beta Pharma in this case. I did not retain Fox for any services until 2012. Until this lawsuit, I never consulted with any lawyer from Fox about any of Plaintiff's claims.

28. None of the lawyers involved in Beta Pharma's representation practice law in its Connecticut office. I have never been in Fox's Connecticut office.

Deloitte & Touche

29. Beginning with tax year 2013, Beta Pharma retained the accounting firm Deloitte & Touche to provide tax services.

30. All of the accountants at Deloitte who have provided such accounting services work out of a New Jersey office of Deloitte. Beta Pharma does not have any relationship with Deloitte offices in Connecticut.

Administrative Errors Regarding Secretary of State Filings

31. Beta Pharma, BPS, and BRL are small businesses with a few employees. Because of this, some administrative details – like changing addresses – fall through the cracks. But, this does not change the facts.

32. The fact that BPS records on file with the Connecticut Secretary of State listed my business and residence as being in Connecticut after November 2011 is nothing more than an administrative oversight. Since this error was called to my attention, I have taken steps to correct it. Specifically, on January 13, 2015, I filed an Interim Notice of Change of Officer/Director form changing my office and residence addresses to New Jersey. Attached as Exhibit C is a true and correct copy of the Interim Notice of Change of Officer/Director form reflecting the change to my New Jersey address.

33. BRL records on file with the Secretary of State of Connecticut after November 2011, but prior to Branford's dissolution in 2014, listing my office and residence address as being in Connecticut were administrative errors. Apparently the BRL records were not updated. The plain facts are that after November 2011 my office and residence have been in New Jersey.

34. If Beta Pharma's corporate address was not changed to New Jersey with the Secretary of State of Connecticut until after March 2014, it was nothing more than an administrative oversight. The fact is that Beta Pharma has not had a physical office in Connecticut since it moved to New Jersey in November 2011. Beta Pharma has no employees in Connecticut, sells nothing in Connecticut, markets nothing in Connecticut, has no facilities in Connecticut, and conducts no

scientific research in Connecticut. Beta Pharma's documentation with the Secretary of State should have listed its New Jersey address.

Connecticut Address on Beta Pharma Emails

35. Victoria Guiliano was an employee of BPS, so she used a Connecticut address on the signature block in her emails.

36. After November 2011, documents and emails using a Connecticut Beta Pharma address are in error. Again, as of November 2011, Beta Pharma had no presence in Connecticut. This is a plain and simple fact.

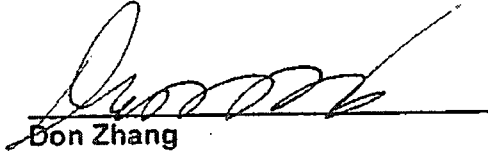
37. Amy Chen was an employee of Beta Pharma. She worked mostly from her home in New York and rarely came to Connecticut, even when Beta Pharma was located in Connecticut.

38. If Amy Chen's email signature block in her emails listed a Connecticut address in December 2011, I am not sure why it did. However, that was shortly after Beta Pharma moved its principal place of business to New Jersey in November 2011, so I assume she forgot to change the address on her signature block.

39. Similarly, if I ever listed a Connecticut address on the signature block of my email in 2012, that was an administrative mistake.

Beta Pharma's Documentation

40. Beta Pharma does not have any files stored in West Haven, Connecticut.


Don Zhang

STATE OF NEW JERSEY)

) ss.: January 16, 2015

COUNTY OF MERCER)

Before me personally appeared Don Zhang, signer of the foregoing instrument, and he acknowledged the same to be his free act and deed, for the purposes contained herein.


Notary Public
My commission expires _____

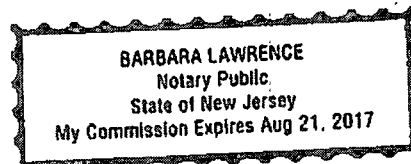


Exhibit A

本次股票发行后拟在创业板市场上市，该市场具有较高的投资风险。创业板公司具有业绩不稳定、经营风险高、退市风险大等特点，投资者面临较大的市场风险。投资者应充分了解创业板市场的投资风险及本公司所披露的风险因素，审慎作出投资决定。



貝達藥業

贝达药业股份有限公司

(杭州市余杭经济技术开发区红丰路 589 号)



**首次公开发行股票
并在创业板上市招股说明书
(申报稿)**

保荐人（主承销商）



北京市建国门外大街 1 号国贸大厦 2 座 27 层及 28 层

年 12 月于葛兰素公司任医药销售代表、销售经理、1997 年 1 月至 2010 年 4 月历任上海罗氏制药有限公司区域销售经理、大区销售经理、全国销售总监、BU 销售总监、2002 年 6 月至 2004 年 5 月就读并毕业于北京大学光华管理学院 EMBA、2010 年至 2013 年 8 月于贝达有限任副总裁、销售总监、2013 年 8 月至今任公司副总裁。沈海蛟与其他董事、监事、高级管理人员及其他核心人员无亲属关系。

徐素兰，女，1974 年 6 月生，中国国籍，无境外居留权，复旦大学-BI 挪威管理学院 MBA，现任公司副总裁、财务总监，任期自 2013 年 8 月 23 日至 2016 年 8 月 22 日。详细履历如下：2009 年 1 月至 2011 年 4 月于百威英博啤酒投资（中国）有限公司任财务副总监、2011 年 5 月至 2013 年 8 月于贝达有限任财务总监、2013 年 8 月至今任公司副总裁、财务总监。徐素兰与其他董事、监事、高级管理人员及其他核心人员无亲属关系。

SHAOJING HU，男，1963 年 1 月 11 日生，美国国籍，加拿大西蒙弗莱赛大学化学博士，正高级工程师，现任公司首席化学家，任期自 2013 年 8 月 23 日至 2016 年 8 月 22 日。详细履历如下：1986 年至 1992 年于湘潭大学化学系任讲师、1992 年至 1998 年于加拿大西蒙弗莱赛大学取得博士学位、1998 年至 1999 年于美国耶鲁大学博士后研究、2000 年至 2004 年于美国糖尿病研究院(IDD)任高级研究员 II 级、2004 年至 2005 年于美国 Neurogen 任高级研究员、2005 年至 2009 年于美国糖尿病研究院(IDD)任高级研究员 V 级、2009 年至 2013 年 8 月于贝达有限任首席化学家、2013 年 8 月至今任公司首席化学家。SHAOJING HU 与其他董事、监事、高级管理人员及其他核心人员无亲属关系。

童佳，女，1977 年生，中国国籍，无境外居留权，浙江大学 EMBA，现任公司董事会秘书兼行政总监，任期自 2013 年 8 月 23 日至 2016 年 8 月 22 日。详细履历如下：2000 年至 2001 年任浙江电视台及其他省级五个频道主持人兼编辑、2002 年至 2003 年任中央电视台 10 套编导、记者、2003 年至 2013 年 8 月历任贝达有限行政助理、行政经理、行政总监、2013 年 8 月至今任公司董事会秘书兼行政总监。童佳与其他董事、监事、高级管理人员及其他核心人员无亲属关系。

(二) 监事的变动情况

贝达有限整体变更为股份公司前, 设监事会, 由 3 人组成。贝达有限整体变更为股份公司后, 设监事会, 由 3 人组成。

自 2012 年 1 月 1 日至今公司监事变动情况如下:

1、于 2012 年 1 月 1 日, 贝达有限监事为童佳、王群方和胡云雁, 其中童佳和胡云雁为股东代表监事, 童佳由丁列明委派, 胡云雁由 BETA 委派。2013 年 5 月, 丁列明将其持有贝达有限的全部股权转让给凯铭投资后, 凯铭投资继续委派童佳继续担任监事。

2、2013 年 8 月 23 日, 本公司创立大会暨首届股东大会提名并选举产生了第一届监事会成员, 蔡万裕、胡云雁和黄玲为公司第一届监事会监事。

(三) 高级管理人员的变动情况

1、贝达有限整体变更为股份公司前, 高级管理人员由总裁、副总裁和财务负责人组成。贝达有限整体变更为股份公司后, 高级管理人员由首席执行官、总经理、总裁、副总裁、财务负责人、首席化学家和董事会秘书组成。

自 2012 年 1 月 1 日至今公司高级管理人员变动情况如下:

(1) 于 2012 年 1 月 1 日, 贝达有限总经理为丁列明、总裁为 YINXIANG WANG、副总裁为王晓洁、FENLAI TAN、沈海蛟、万江。

(2) 2012 年 5 月, 贝达有限聘任 LINGYU ZHU 为公司副总裁。

(3) 2013 年 8 月 23 日, 本公司第一届董事会第一次会议聘任丁列明为公司总经理、首席执行官、聘任 YINXIANG WANG 为公司总裁、聘任 FENLAI TAN、王晓洁、万江、LINGYU ZHU、沈海蛟、徐素兰为公司副总裁、聘任徐素兰兼任公司财务总监、聘任 SHAOJING HU 为公司首席化学家、聘任童佳为公司董事会秘书。

2、公司最近两年高级管理人员任职情况及变化

本公司现有 10 名高级管理人员, 即丁列明、YINXIANG WANG、FENLAI TAN、王晓洁、万江、LINGYU ZHU、沈海蛟、徐素兰、SHAOJING HU、童佳, 除 LINGYU ZHU 自 2012 年 5 月起加入贝达有限并担任战略合作副总裁外, 其他 9 名高级管理人员均自 2012 年 1 月 1 日前即已加入贝达有限。

贝达有限改制为股份公司时，本公司重新聘任高级管理人员，根据 2013 年 8 月 23 日第一届董事会第一次会议决议，公司董事会聘任丁列明为总经理兼首席执行官，聘任 YINXIANG WANG 为总裁，聘任 FENLAI TAN、王晓洁、万江、LINGYU ZHU、沈海蛟、徐素兰为副总裁，聘任徐素兰兼任财务总监，聘任 SHAOJING HU 为首席化学家，聘任童佳为董事会秘书。

综上，本公司董事、高级管理人员最近两年内未发生重大变化，公司最近两年内董事、监事和高级管理人员的变动符合届时有效的公司章程的规定，履行了必要的法律程序。

七、股东大会、董事会、监事会、独立董事、董事会秘书以及审计委员会运行及履职情况

（一）报告期内发行人公司治理存在的缺陷及改进情况

本公司系于 2013 年 8 月 29 日由贝达有限整体变更设立的股份公司。公司于 2013 年 8 月 23 日召开的第一届董事会第一次会议审议通过了《关于选举第一届董事会专门委员会委员的议案》，公司董事会根据工作需要设立了战略与投资委员会、审计委员会、提名委员会、薪酬与考核委员会。但是，公司董事会各专门委员会设立初期，其在公司经营管理过程中的作用尚未能充分发挥和体现。同时，由于股份制改造刚完成不久，公司部分内控制度需按照股份公司及上市公司的要求进一步完善。

在保荐机构及发行人律师的建议下，公司在经营管理过程中充分重视董事会专门委员会的职能，为专门委员会发挥更大的作用提供便利条件，并制订了《独立董事年报工作制度》、《审计委员会年报工作规程》，公司通过不定期召开专门委员会会议的形式，针对一些特别事项，由专门委员会组织发行人相关人员，进行专项讨论，形成建议和意见再提交董事会审议决定，由此更好地发挥了董事会专门委员会在公司经营管理中的作用。

公司根据《深圳证券交易所创业板上市公司规范运作指引》的要求，对内部各项管理制度进行了梳理，修订和完善了各项内部管理和控制制度，形成了一套适合公司发展、有效防范和控制风险的内部控制制度并使之得到有效贯彻执行。此外，公司还设立了专门的内部审计部门，进一步加强了公司内部审计工作。

BETTA Pharmaceuticals Ltd., Co.

(589 Hongfeng Road, Yuhang Economic and Technological Development Zone, Hangzhou)

**Prospectus for Initial Public Offering of Stocks
and Listing in the Growth Enterprise Market (GEM) to Raise Capital
(Application)**

Translation of Page 1-1-189
(Bottom Paragraph)

童佳，女，1977年生，中国国籍，无境外居留权，浙江大学EMBA，现任公司董事会秘书兼行政总监，任期自2013年8月23日至2016年8月22日。详细履历如下：2000年至2001年任浙江电视台及其他省级五个频道主持人兼编辑、2002年至2003年任中央电视台10套编导、记者、2003年至2013年8月历任贝达有限行政助理、行政经理、行政总监、2013年8月至今任公司董事会秘书兼行政总监。童佳与其他董事、监事、高级管理人员及其他核心人员无亲属关系。

Jia Tong, female, born in 1977, Chinese nationality, no residence rights abroad, EMBA of Zhejiang University, the incumbent Secretary of the Board of Directors and Chief Administrative Officer, for a term from August 23, 2013 to August 22, 2016. Detailed experience are as follows: 2000-2001, served as Host and Editor of Zhejiang TV Station and other five provincial TV channels; 2002-2003, served as Director and Reporter of CCTV Channel 10; from 2003 to August 2013, served sequentially as Administrative Assistant, Administrative Manager, Chief Administrative Director; since August 2013, served as the Secretary of the Board and Chief Administrative Director. Jia Tong is unrelated to other board directors, supervisors, senior management personnel, and other key personnel.

Translation of page 1-1-198

(三) 高级管理人员的变动情况

1、贝达有限整体变更为股份公司前，高级管理人员由总裁、副总裁和财务负责人组成。贝达有限整体变更为股份公司后，高级管理人员由首席执行官、总经理、总裁、副总裁、财务负责人、首席化学家和董事会秘书组成。

自2012年1月1日至今公司高级管理人员变动情况如下：

(1) 于2012年1月1日，贝达有限总经理为丁列明、总裁为YINXIANG WANG、副总裁为王晓洁、FENLAI TAN、沈海蛟、万江。

(2) 2012年5月，贝达有限聘任LINGYU ZHU为公司副总裁。

(3) 2013年8月23日，本公司第一届董事会第一次会议聘任丁列明为公司总经理、首席执行官、聘任YINXIANG WANG为公司总裁、聘任FENLAI TAN、王晓洁、万江、LINGYU ZHU、沈海蛟、徐素兰为公司副总裁、聘任徐素兰兼任公司财务总监、聘任SHAOJING HU为公司首席化学家、聘任童佳为公司董事会秘书。

2、公司最近两年高级管理人员任职情况及变化

本公司现有10名高级管理人员，即丁列明、YINXIANG WANG、FENLAI TAN、王晓洁、万江、LINGYU ZHU、沈海蛟、徐素兰、SHAOJING HU、童佳，除LINGYU ZHU自2012年5月起加入贝达有限并担任战略合作副总裁外，其他9名高级管理人员均自2012年1月1日前即已加入贝达有限。

1-1-199

贝达有限改制为股份公司时，本公司重新聘任高级管理人员，根据2013年8月23日第一届董事会第一次会议决议，公司董事会聘任丁列明为总经理兼首席执行官，聘任YINXIANG WANG为总裁，聘任FENLAI TAN、王晓洁、万江、LINGYU ZHU、沈海蛟、徐素兰为副总裁，聘任徐素兰兼任财务总监，聘任SHAOJING HU为首席化学家，聘任童佳为董事会秘书。

综上，本公司董事、高级管理人员最近两年内未发生重大变化，公司最近两年内董事、监事和高级管理人员的变动符合届时有效的公司章程的规定，履行了必要的法律程序。

(3) Changes of Senior Management Team

1. Before Beta changed from an overall limited company to a stock company, the senior management staff was composed of the President, Vice president and Chief Financial Officer. After Beta changed from an overall limited company to a stock company,

the senior management staff was composed of CEO, General Manager, President, Vice President, Chief Financial Officer, Chief Chemist, and the Secretary of Board.

Since January 1, 2012, the changes of the senior management are as follows:

(1) on January 1, 2012, the General Manager of Beta Pharma Ltd. was LIEMING DING, President was YINXIANG WANG, and Vice Presidents were XIAOJIE WANG, FENLAI TAN, HAIJIAO SHEN, and JIANG WAN.

(2) In May 2012, Beta Pharma Ltd. appointed LINGYU ZHU as a Vice President of the

company.

(3) On August 23, 2013, the Company's first session of the first meeting of the Board of Directors appointed LIEMING DING as General Manager and CEO of the company, appointed YINXIANG WANG as President of the company, appointed FENLAI TAN, XIAOJIE WANG, JIANG WAN, LINGYU ZHU, HAIJIAO SHEN, and SULAN XU as Vice Presidents of the company; appointed SULAN XU also as Chief Financial Officer of the Company; appointed SHAOJING HU as Chief Chemist for the company; and appointed JIA TONG as the Secretary of the Board of Directors.

2. The Company Senior Management Personnel and Changes in The Last Two Years

The company has 10 senior management personnel, namely LIEMING DING, YINXIANG WANG, FENLAI TAN, XIAOJIE WANG, JIANG WAN, LINGYU ZHU, HAIJIAO SHEN, SULAN XU, SHAOJING HU, JIA TONG. Except LINGYU ZHU who joined Beta Pharma Ltd. since May 2012 and served as Vice President of strategic cooperations, the other nine senior executives had already joined Beta Pharma Ltd. before January 1, 2012.

[Page 1-1-199]

When Beta Pharma Ltd. was restructured to become a stock company, the company re-appointed senior management personnel. According to the Resolutions of the first session of the first Board of Directors Meeting on August 23, 2013, the Board of Directors appointed LIEMING DING as General Manager and CEO of the company, appointed YINXIANG WANG as President of the company, appointed FENLAI TAN, XIAOJIE WANG, JIANG WAN, LINGYU ZHU, HAIJIAO SHEN, and SULAN XU as Vice Presidents of the company; appointed SULAN XU also as Chief Financial Officer of the Company; appointed SHAOJING HU as Chief Chemist for the company; and appointed JIA TONG as the Secretary of the Board of Directors.

In summary, the board directors and senior management personnel of the company have not changed significantly, and changes in board directors, supervisors and senior management personnel of the company in the last two years were in compliance with the then effective provisions of the Articles of Incorporation, and were implemented according to the necessary legal processes.

Exhibit B

CORPORATION NAME BETA PHARMA, INC.			TAX YR 2012											
FILE NUMBER 3349632	INCORPORATION DATE 2001/01/29	RENEWAL/REVOCATION DATE 2013/03/02												
PRINCIPAL PLACE OF BUSINESS 5 Vaughn Dr Suite 104			PHONE NUMBER 609/436-4096											
Princeton NJ 08540 United States														
REGISTERED AGENT THE CORPORATION TRUST COMPANY			AGENT NUMBER 9000010											
CORPORATION TRUST CENTER 1209 ORANGE ST WILMINGTON DE 19801														
<table border="1"> <thead> <tr> <th>BEGIN DATE</th> <th>AUTHORIZED STOCK END DATE</th> <th>DESIGNATION/ STOCK CLASS</th> <th>NO. OF SHARES</th> <th>PAR VALUE / SHARE</th> </tr> </thead> <tbody> <tr> <td>2001/01/29</td> <td></td> <td>COMMON</td> <td>12,000,000</td> <td>.000100</td> </tr> </tbody> </table>					BEGIN DATE	AUTHORIZED STOCK END DATE	DESIGNATION/ STOCK CLASS	NO. OF SHARES	PAR VALUE / SHARE	2001/01/29		COMMON	12,000,000	.000100
BEGIN DATE	AUTHORIZED STOCK END DATE	DESIGNATION/ STOCK CLASS	NO. OF SHARES	PAR VALUE / SHARE										
2001/01/29		COMMON	12,000,000	.000100										
<table border="1"> <thead> <tr> <th>OFFICER</th> <th>NAME</th> <th>STREET/CITY/STATE/ZIP</th> <th>TITLE</th> </tr> </thead> <tbody> <tr> <td></td> <td>Don Zhang</td> <td>5 Vaughn Dr Suite 104 Princeton NJ 08540 United States</td> <td>Presiddent</td> </tr> </tbody> </table>					OFFICER	NAME	STREET/CITY/STATE/ZIP	TITLE		Don Zhang	5 Vaughn Dr Suite 104 Princeton NJ 08540 United States	Presiddent		
OFFICER	NAME	STREET/CITY/STATE/ZIP	TITLE											
	Don Zhang	5 Vaughn Dr Suite 104 Princeton NJ 08540 United States	Presiddent											
<table border="1"> <thead> <tr> <th>DIRECTORS</th> <th>NAME</th> <th>STREET/CITY/STATE/ZIP</th> </tr> </thead> <tbody> <tr> <td></td> <td>Don Zhang</td> <td>5 Vaughn Dr Suite104 Princeton NJ 08540 United States</td> </tr> </tbody> </table>					DIRECTORS	NAME	STREET/CITY/STATE/ZIP		Don Zhang	5 Vaughn Dr Suite104 Princeton NJ 08540 United States				
DIRECTORS	NAME	STREET/CITY/STATE/ZIP												
	Don Zhang	5 Vaughn Dr Suite104 Princeton NJ 08540 United States												
<p>=====</p> <p>Total number of directors:1</p>														
<p>NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.</p>														
<table border="1"> <thead> <tr> <th>AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)</th> <th>DATE</th> <th>TITLE</th> </tr> </thead> <tbody> <tr> <td>Don Zhang</td> <td>2013-05-17</td> <td>President</td> </tr> </tbody> </table>					AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)	DATE	TITLE	Don Zhang	2013-05-17	President				
AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)	DATE	TITLE												
Don Zhang	2013-05-17	President												
<p>5 Vaughn Dr Suite 104</p> <p>Princeton NJ 08540 United States</p>														

EXHIBIT C



SECRETARY OF THE STATE OF CONNECTICUT

INTERIM NOTICE OF CHANGE OF OFFICER/DIRECTOR

FILING PARTY:

Name: LECLAIRRYAN, P.C.
 Address: 545 LONG WHARF DRIVE
 City: NEW HAVEN
 State: CT Zip:

FILING #0005255378 PG 1 OF 1
 VOL B-02022 PAGE 1243
 FILED ON 01/13/2015 04:49 PM
 SECRETARY OF THE STATE OF CONNECTICUT

NAME OF CORPORATION:

ETA PHARMA SCIENTIFIC, INC.

NEW OFFICER / DIRECTOR INFORMATION:

Name	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
MEHRNAZ KAMAL	VICE PRESIDENT		31 BUSINESS PARK DRIVE, BRANFORD, CT 06405
DON ZHANG	DIRECTOR	5 VAUGHN DRIVE, PRINCETON, NJ 08540	5 VAUGHN DRIVE, PRINCETON, NJ 08540
DON ZHANG	PRESIDENT	5 VAUGHN DRIVE, PRINCETON, NJ 08540	5 VAUGHN DRIVE, PRINCETON, NJ 08540

DIRECTORS / OFFICERS / MANAGERS / MEMBERS WHO HAVE CEASED TO HOLD OFFICE:

NAME	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
------	-------	-------------------	------------------

NONE

EXECUTION (I hereby certify and state, under penalties of false statement, that all of the information set forth on this filing is true. I hereby electronically sign this document.)

Dated This: 13

Day of: January

, 2015

NAME OF SIGNATORY (PRINT/TYPE)	CAPACITY/TITLE OF SIGNATORY
DON ZHANG	PRESIDENT

EXHIBIT 2

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

January 7, 2015

AFFIDAVIT OF STEPHEN B. HAZARD

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

ss.: January 7, 2015

I, Stephen B. Hazard, do hereby say:

1. My name is Stephen B. Hazard. I am over age 18. I believe in the obligation of an oath.

2. I am a partner in the law firm McElroy, Deutsch, Mulvaney & Carpenter, LLP. My practice focuses on transactions, corporate issues, and tax issues.

3. Prior to McElroy, Deutsch, Mulvaney & Carpenter, LLP, I was a named partner at the law firm Pepe & Hazard, which merged with McElroy, Deutsch, Mulvaney & Carpenter, LLP in May, 2010.

4. Pepe & Hazard represented Beta Pharma, Inc. from approximately 2000 to 2010.

5. Legal services provided to Beta Pharma by Pepe & Hazard were provided by Walter S. Simmers (general corporate) and Peter Costas (intellectual property).

6. On or about August 14, 2014, my colleague, Walter S. Simmers, sent all of Pepe & Hazard's Beta Pharma, Inc. (or related company) client files to either Fox Rothschild LLP or directly to the client.

7. Peter Costas retired from the practice of law in 2010, and is currently suffering from Parkinson's disease and advanced dementia.

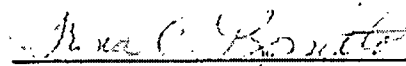
8. Walter Simmers died on October 28, 2014.

9. Neither I nor any current McElroy, Deutsch, Mulvaney & Carpenter, LLP lawyers have any personal knowledge regarding Beta Pharma, Inc. matters.



Stephen B. Hazard

Subscribed and sworn to before me this 1st day of January, 2015.



Notary Public RINA C. ROSSITTO
NOTARY PUBLIC
COMMISSION EXPIRES JULY 31, 2015

EXHIBIT 3

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

January 8, 2015

AFFIDAVIT OF EDWARD J. DUFFY, JR.

STATE OF CONNECTICUT)

COUNTY OF LITCHFIELD)

ss.: WOODBURY

January 8, 2015

I, Edward J. Duffy, Jr., do hereby say:

1. My name is Edward J. Duffy, Jr. I am over age 18. I believe in the obligation of an oath.

2. I am a partner in the law firm Duffy & Fasano, located in Woodbury, Connecticut.

3. In 2010 and 2011, I was hired to form Beta Pharma Scientific, Inc. and Branford Research Lab, Inc. and incorporated them in Connecticut.

4. In forming the companies, my legal services were limited to preparing documents to form the companies, filing same with the Connecticut Secretary of the State and in obtaining Federal Tax Identification Numbers, preparing Organizational Minutes, By Laws and having Stock Certificates printed.

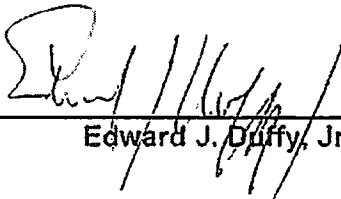
5. I have never provided any legal services to Beta Pharma Scientific, Inc. or Branford Research Lab, Inc. in connection with employment, partnerships, or contracts with any third parties.

6. I never provided legal services to Beta Pharma, Inc. and my knowledge of Beta Pharma, Inc. is limited to casual conversation with individuals

occurring during the performance of services set forth in paragraphs 3 and 4 above, and what I have read on the Beta Pharma website.

7. I do not know who Zhaoyin Wang is, I never reviewed any employment agreement between him and any company, and have no knowledge of whether he worked for any company anywhere.

8. I do not know whether Beta Pharma, Inc., or any of its companies have interests in any patent.



Edward J. Duffy, Jr.

Subscribed and sworn to before me this 8th day of January, 2015.



Roberta L. Serra, Notary Public
My commission expires 08/31/2018

EXHIBIT 4

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

AFFIDAVIT OF JOHN ANASTASIO

STATE OF CONNECTICUT)

COUNTY OF NEWHAVEN)

ss.: January 14, 2015

I, John Anastasio, do hereby say:


1. My name is John Anastasio. I am over age 18. I believe in the obligation of an oath.

2. I am a shareholder in the accounting firm Teplitzky & Company ("Teplitzky"), P.C., Certified Public Accountants, located at One Bradley Road, Building 600, Woodbridge, Ct.

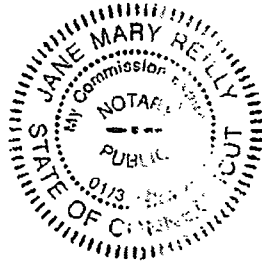
3. From approximately 2007 to 2012, Teplitzky prepared tax returns for Beta Pharma, Inc., Beta Pharma Scientific, Inc. and Branford Research Labs, Inc.

4. I was in charge of providing services to Beta Pharma, Inc., Beta Pharma Scientific, Inc. and Branford Research Labs, Inc.

7. I would be willing to testify in the United States District Court located in New Jersey and it would not be inconvenient.


John Anastasio

Subscribed and sworn to before me this 14 day of January, 2015.




Notary Public

EXHIBIT 5

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

January 13, 2015

AFFIDAVIT OF TODD E. GARABEDIAN

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

ss.: January 13, 2015

I, Todd E. Garabedian, do hereby say:

1. My name is Todd E. Garabedian. I am over age 18. I believe in the obligation of an oath.

2. I am a partner in the law firm of Cantor Colburn LLP located in Hartford, Connecticut, and my practice is limited to intellectual property.

3. Prior to Cantor Colburn, I was partner at the law firm of Wiggin & Dana LLP in New Haven, CT.

4. While a partner at Wiggin & Dana LLP, I represented Beta Pharma, Inc. in intellectual property matters until around 2008.

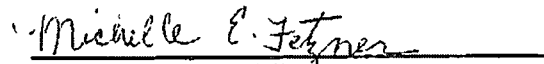
5. I have never provided any legal services to Beta Pharma, Inc., Beta Pharma Scientific, Inc. or Branford Research Labs, Inc. in connection with employment, partnerships, corporate matters or contracts with any third parties.

6. I do not know who Zhaoyin Wang is, I never reviewed any employment agreement between him and any company, and have no knowledge of whether he worked for any company anywhere.



Todd E. Garabedian

Subscribed and sworn to before me this 13th day of January, 2015.



Notary Public
My Commission Expires: November 30, 2015

EXHIBIT 6

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

Civil Action No. 3:14-cv-01790-VLB

January 15, 2015

AFFIDAVIT OF MEHRNAZ KAMAL

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

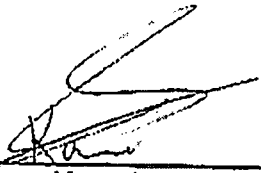
ss.: January 15, 2015

I, Mehrnaz Kamal, do hereby say:

1. My name is Mehrnaz Kamal. I am over age 18. I believe in the obligation of an oath.
2. I am the director of Beta Pharma Scientific, Inc., which is located at 31 Business Park Drive, Branford, CT.
3. I have worked for Beta Pharma Scientific, Inc. or another Beta Pharma entity since 2001, except for about six months in 2002.
4. On May 28, 2014, I was deposed in *Xie v. Beta Pharma, Inc., et al.*, Docket No. UWY-CV-13-6025526-S, pending in the Superior Court of Connecticut. To the extent I suggested, at any point in that deposition, that Beta Pharma, Inc. had business operations in Connecticut as of the time of my deposition, I misspoke. In May 2014, Beta Pharma, Inc. had no business operations in Connecticut.

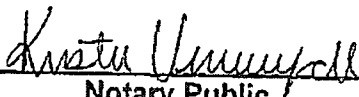
5. As far as I know, Beta Pharma moved all of its operations to New Jersey in November 2011.

6. Providing testimony in the United States District Court located in New Jersey would not be inconvenient for me.



Mehrnaz Kamal

Subscribed and sworn to before me this 15 day of January, 2015.



Notary Public
My Commission expires Sept. 30, 2017



EXHIBIT 7

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

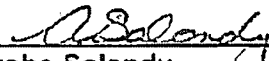
Civil Action No. 3:14-cv-01790-VLB

JANUARY 15, 2015

AFFIDAVIT OF ALYSHA SALANDY

The undersigned, being duly sworn, deposes and says:

1. I am above eighteen years of age and believe in the obligations of an oath.
2. I have personal knowledge of the facts set forth in this Affidavit, and they are true and accurate to the best of my knowledge and belief.
3. Since August 26, 2013, I have worked at Beta Pharma, Inc. ("Beta Pharma") as its Human Resources Manager.
4. I have been a resident of the State of New Jersey all of my life.
5. I have knowledge relevant to whether anyone has served, or is serving, as a Chief Scientific Officer for Beta Pharma.



Alysha Salandy

STATE OF NEW JERSEY)

) ss.: January 15, 2015

COUNTY OF MERCER)

Before me personally appeared Alysha Salandy, signer of the foregoing instrument, and he acknowledged the same to be his free act and deed, for the purposes contained herein.


Notary Public
My commission expires _____

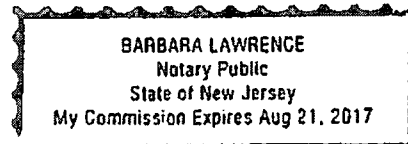


EXHIBIT 8

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

**ZHAOYIN WANG,
Plaintiff,**

v.

**BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.**

Civil Action No. 3:14-cv-01790-VLB

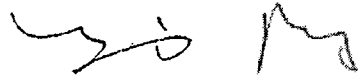
JANUARY 14, 2015

AFFIDAVIT OF JIRONG PENG

The undersigned, being duly sworn, deposes and says:

- 1. I am above eighteen years of age and believe in the obligations of an oath.**
- 2. I have personal knowledge of the facts set forth in this Affidavit, and they are true and accurate to the best of my knowledge and belief.**
- 3. Since February, 2011, I have worked at Beta Pharma, Inc. ("Beta Pharma"). Currently, I serve as Beta Pharma's Vice President.**
- 4. I have been residing and working in the State of New Jersey since November, 2011.**

5. I have knowledge relevant to whether anyone has served, or is serving, as a Chief Scientific Officer for Beta Pharma.




Jirong Peng

STATE OF NEW JERSEY)

) ss.: January 14, 2015

COUNTY OF MERCER)

Before me personally appeared Jirong Peng, signer of the foregoing instrument, and he acknowledged the same to be his free act and deed, for the purposes contained herein.



Notary Public
My commission expires _____

